



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

**Application for Foreign Corporation
for a Certificate of Authority to
Transact Business in Missouri**

(To be submitted in duplicate by an attorney.)

DEC 23 1986

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

CRO ACQUISITION CORP.

Delaware

corporation in compliance with the provisions of The General and Business Corporation Law of Missouri relating to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is CRO ACQUISITION CORP.

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is CRO ACQUISITION CORP.

(3) The date of its incorporation was November 12, 19 86, and the period of its duration is perpetual

(4) The address of its principal office in the state or country of organization is 1209 Orange Street, Wilmington, Delaware 19801

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is 314 North Broadway
St. Louis, Missouri 63102

(Include street and number, if any.)

and the name of its proposed registered agent in the State of Missouri at such address is C T CORPORATION SYSTEM

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following states and countries other than Missouri: Concurrently qualifying in 40 other states.

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are: **Please see attached Exhibit A**

(8) The names of its officers and directors and their addresses are as follows:

	<i>Name</i>	<i>City and State</i>	<i>Street and No.</i>
President	Please see attached Exhibit A		
Vice-President			
Secretary			
Treasurer			
Director			
Director			
Director			
Director			
Director			

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value.</i>
Common		1,000	No Par Value

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value.</i>
Common		100	No Par Value

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital	\$ 100.00
Paid in Surplus	\$ -0-
Total	\$ 100.00

(12) An estimate of the total value of all the property of the corporation for the following year is \$ 141,895,000.00

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is \$ 2,780,900.00

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is \$ 561,672,000.00

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is \$ 21,852,000.00

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is \$ 100.00

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is \$ 3.50

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its President or Vice-President, attested by its Secretary or Assistant Secretary this 16th

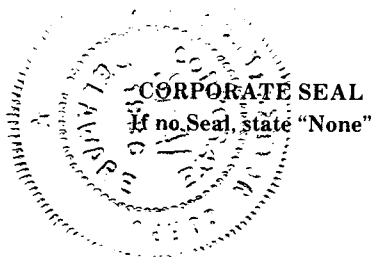
day of December, 1986.

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CRO ACQUISITION CORP.

(Exact Corporate Name)



Roy D. Blunt By Stuart Z. Krinsly
Corporation Dept. SECRETARY OF STATE President or Vice-President
Stuart Z. Krinsly, Vice President

ATTEST:

Bernard M. Jaffe
Secretary or Assistant Secretary
Bernard M. Jaffe, Secretary

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

State of New York
County of New York } ss

I, GRACE A. SPORRER, a Notary Public, do hereby certify that
on this 16th day of December, 1986, personally appeared before me
Stuart Z. Krinsly
President or Vice-President who, being by me first duly sworn, declared
that he is the Vice President of CRO ACQUISITION CORP.
that he signed the foregoing document as Vice President of the corporation,
and that the statements therein contained are true.

Grace A. Sporrer
Notary Public

My commission expires _____
GRACE A. SPORRER
Notary Public, State of New York
No. 31-9134310
Qualified in New York County
Commission Expires Dec. 31, 1988

A

OFFICERS AND DIRECTORS

<u>Name</u> <u>Social Security Number</u>	<u>Office</u>	<u>Residence</u> <u>Address</u>
Norman E. Alexander [REDACTED]	Director	24 Morris Lane Scarsdale, N.Y. 10583
Robert E. Davis [REDACTED]	Director <i>President</i>	10 Old Jackson Ave. St. Andrews C.C. Hastings on the Hudson, N.Y. 10706
Stuart Z. Krinsly [REDACTED]	Director & Vice President	1135 Greacan Point Road Port Washington, N.Y. 11050
Gerald S. Gutterman [REDACTED]	Director	27 Pondfield Parkway Mount Vernon, N.Y. 10442
Bernard M. Jaffe [REDACTED]	Director & Secretary	341 Ellen Place Paramus, N.J. 07652

PURPOSES

The purposes to be pursued in this state are as follows:

The purpose of the corporation in this state is to conduct business in diversified industries including the manufacture and sale of products and services at wholesale and retail in the areas of metal fabrication, textile and apparel, and petroleum services.

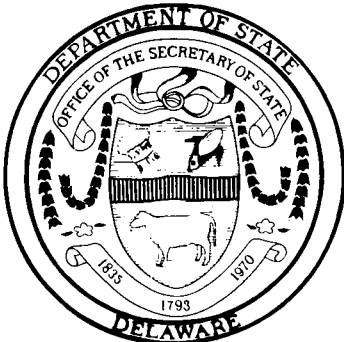
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CRO ACQUISITION CORP. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1 1



726353110

Michael Harkins, Secretary of State

AUTHENTICATION:

11053400

DATE:

12/19/1986



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

CERTIFICATE OF AUTHORITY

WHEREAS,

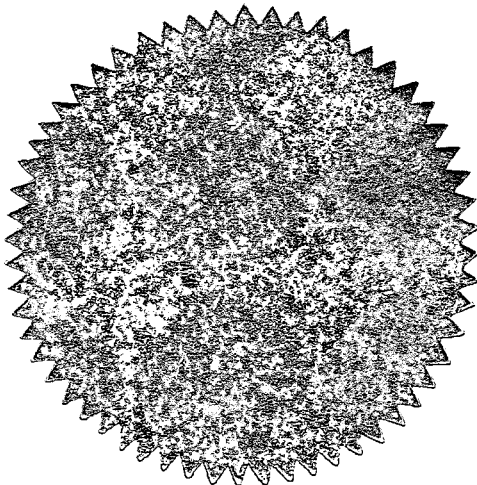
CRO ACQUISITION CORP.

using in Missouri the name

CRO ACQUISITION CORP.

incorporated under the Laws of the State of DELAWARE and now in existence and in good standing in said State has filed in the office of the Secretary of State duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of The General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify that said corporation is from this date duly authorized to carry on business in the State of Missouri, and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix

the GREAT SEAL of the State of Missouri. Done at the City
23rd DECEMBER

of Jefferson, this _____ day of _____,

1986

Roy D. Blunt
Secretary of State